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November 22, 2002

VIA HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
Portals II, Filing Counter TW-A325
445 12th Street, NW
Washington DC 20554

Re: **MB Docket No. 02-235**
Public Notice DA-2082

Dear Ms. Dortch

On July 23, 2002, Hispanic Broadcasting Corporation ("HBC") and Univision Communications Inc. ("Univision") filed in the referenced docket a joint application for Commission consent to the transfer of control of HBC to Univision. During the period beginning September 25, 2002 through and including this date, representatives of HBC, including Roy R. Russo and J. Brian deBoice of Cohn and Marks LLP (FCC counsel for HBC), and Neil W. Imus of Vinson & Elkins, Washington, DC (antitrust counsel of record at the Department of Justice ("DOJ")) for HBC), and representatives of Univision, including Scott R. Flick of Shaw Pittman LLP (FCC counsel for Univision) and John Taladay of Howrey Simon Arnold & White, LLP (antitrust counsel of record at DOJ for Univision) have engaged in communications with David Brown of the FCC's Media Bureau and James R. Bird, Joel Rabinovitz and Neil A. Dellar of the FCC's Office of General Counsel regarding a limited waiver by HBC and Univision of confidentiality provisions of the Hart-Scott-Rodino Antitrust Improvement Act ("HSR") and related laws and an associated protective order to be issued in connection with the referenced docket.

These communications were initiated by the FCC staff for the purpose of requesting such a limited waiver by HBC and Univision and concerned the nature and scope of the waiver and of the associated FCC protective order. Enclosed with this letter is a copy of the Applicants' letter

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Marlene H. Dortch
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dated November 22, 2002 to John R. Filippini, Esq. of the Department of Justice in which the Applicants have granted a limited waiver of HSR confidentiality protections in accordance with the terms of the letter.

An original and one copy of this letter and its enclosure are being submitted for inclusion in the public record in the referenced docket. Should there be any questions concerning this matter, please contact the undersigned.

Respectfully submitted

A handwritten signature in black ink, appearing to read "Roy R. Russo", written over a horizontal line.

Roy R. Russo

Enclosure (1)

cc: Scott R. Flick, Esq.
Kenneth Ferree, Chief, Media Bureau, Room 3-C754
David Brown, Esq., Video Division, Media Bureau, Room 2-C316
James R. Bird, Esq., Office of General Counsel, Room 8-C824
Joel Rabinovitz, Esq., Office of General Counsel Room 8-A802
Qualex International, Room CY-B402

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November 22, 2002

VIA HAND DELIVERY

John C. Filippini, Esq.
United States Department of Justice
Antitrust Division
Litigation II Section
1401 H Street, N.W., Suite 3000
Washington, DC 20530

Re: Univision/Hispanic Broadcasting Mereer

Dear Mr. Filippini

On July 23, 2002, Univision Communications Inc. ("Univision") and Hispanic Broadcasting Corp. ("HBC") (collectively the "Applicants") filed a joint application asking the Federal Communications Commission ("Commission") to approve the transfer of control of licenses and authorizations held by HBC to Univision in connection with the Applicants' proposed merger. In conversations with Commission staff, counsel for the Applicants discussed the Commission's request to review all materials (including deposition transcripts) provided by the Applicants or other persons acting on the Applicants' behalf to the Department of Justice ("Department") in connection with the Department's review of the proposed merger pursuant to the Hart-Scott-Rodino Antitrust Improvements Act and the Antitrust Civil Process Act (collectively the "HSR Protected Materials"), and to engage in discussions with representatives of the Department with respect to those materials and the status of the Department's review. We have agreed to the Commission staffs requests, subject to the following conditions:

1. The Applicants waive the confidentiality provisions of the Hart-Scott-Rodino Antitrust Improvements Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the HSR Protected Materials only to the extent necessary to permit (1) discussions between representatives of the Department and Commission personnel working on the Univision/HBC merger proceeding regarding the HSR Protected Materials and the status of

the Department's review of the merger between the Applicants; and (2) Commission personnel working on the Univision/HBC merger proceeding to review, and to take notes regarding, the HSR Protected Materials, ***provided that*** any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials will be treated as confidential pursuant to the Commission's rules and will not be made a part of the Commission's administrative record or otherwise communicated to anyone other than the Department, each of the Applicants (as to their own confidential information) and Commission personnel working on the Univision/HBC merger proceeding, and ***provided further that*** such restrictions shall not apply to any documents or information provided by the Applicants directly to the Commission (including any documents or information that may be identical to documents or information included in the HSR Protected Materials), which shall be governed by the protective order issued by the Commission on November 21, 2002, in connection with the proceeding (the "Protective Order").'

2. Any discussions between the Department and Commission personnel will be treated as exempt ***ex parte*** presentations under Section 1.1204(a)(5) & (6) of the Commission's rules, 47 C.F.R. § 1.1204(a)(5) & (6) and will not be disclosed to anyone other than the Applicants, except as required under that section, and ***provided that*** any such disclosure which would reveal any trade secret, commercial or financial information or other privileged or confidential information shall occur only in accordance with the terms of the Protective Order.

3. If, after reviewing the HSR Protected Materials and discussing them with the Department, the Commission desires to place any HSR Protected Materials in the administrative record of the Commission's proceeding, the Commission will (i) request that the Applicants submit those HSR Protected Materials directly to the Commission; and (ii) discuss with the Applicants, at the Applicants' request, the nature and scope of the Commission's request and whether it should be limited in any fashion, including without limitation by the submission of redacted documents or stipulations as to facts.

4. In the event the Commission relies upon or otherwise makes reference to the contents of any confidential documents or information provided by the Applicants directly to the Commission (including any documents or information that may be identical to the documents or information included in the HSR Protected Materials), it will do so by redacting any confidential information from the public version of the Order and by making the unredacted version of the

¹ *In re Applications of Hispanic Broadcasting Corp., Transferor, and Univision Communications, Inc. Transferee*, MR Docket No 02-235. Order, DA 02-3227 (rel. November 22, 2002)

John C. Filippini, Esq.
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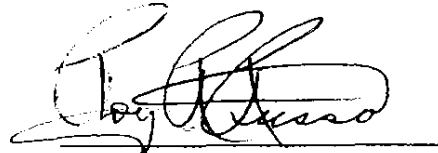
Order available only to a court and to those persons entitled to access to confidential information under the Protective Order.

Please contact us if you have any questions regarding the foregoing.

Very truly yours



Scott R. Flick
Counsel for Univision Communications Inc.
Shaw Pittman
2300 N Street, NW
Washington, DC 20037-1118



Roy R. Russo
Counsel for Hispanic Broadcasting Corp.
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1920 N Street, NW
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cc: Kenneth Ferree